

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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ELWYN MACKINNON,

Plaintiff,

- against -

GALVEX HOLDINGS LTD., GALVEX TRADE LTD,  
GALVEX SERVICES OÜ, GALVEX ESTONIA OÜ,  
GALVEX INTERTRADE OÜ, GALVEX CAPITAL  
L.L.C., ALVAREZ & MARSAL EUROPE LLP,  
ALVAREZ & MARSAL EUROPE LTD., SILVER  
POINT CAPITAL, L.P., SILVER POINT EUROPE  
LLP, SPCP GROUP, LLP, and ARCELORMITTAL,

Defendants.  
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No. 08 Civ. 2065

ECF Case

**DECLARATION OF SHEPARD C. SPINK  
IN SUPPORT OF THE MOTION TO DISMISS  
BY ALVAREZ & MARSAL EUROPE LTD.,  
ALVAREZ & MARSAL EUROPE LLP,  
GALVEX TRADE LTD., GALVEX SERVICES  
OÜ, AND GALVEX INTERTRADE OÜ**

SHEPARD C. SPINK, pursuant to 28 U.S.C. § 1746, states:

**The A&M Entities**

1. I am Managing Director of Alvarez & Marsal Europe Ltd., and a Member of Alvarez & Marsal Europe LLP (together with Alvarez & Marsal Europe Ltd., the “A&M Entities”).

2. Alvarez & Marsal Europe Ltd. is a limited company organized under the laws of the England, with its principal place of business in London, England.

3. Alvarez & Marsal Europe LLP is a limited liability partnership organized under the laws of the England, with its principal place of business in London, England. Partners

in Alvarez & Marsal Europe LLP include citizens of the United States of America, France, Germany, Italy and Belgium.

4. The A&M Entities provide performance improvement, turnaround management and corporate advisory services to European clients ranging from international enterprises to middle market companies to public sector entities.

5. Neither of the A&M Entities has an office in New York.

6. Neither of the A&M Entities owns or possesses any real estate in New York.

7. Neither of the A&M Entities has any employees who work in New York.

8. Neither of the A&M Entities has any bank accounts in New York.

9. Neither of the A&M Entities has a telephone listing in New York.

10. Neither of the A&M Entities has ever paid taxes in New York.

11. Neither of the A&M Entities has a registered agent in New York for the acceptance of service of process.

12. Neither of the A&M Entities is registered with the New York Department of State as a foreign corporation doing business in New York.

13. Neither of the A&M Entities has any clients in New York.

14. Neither of the A&M Entities solicits any business in New York.

15. Neither of the A&M Entities disseminates any marketing materials in New York.

16. Neither of the A&M Entities has entered into any employment agreement with Elwyn MacKinnon.

**Galvex Trade, Galvex Services, and Galvex Intertrade**

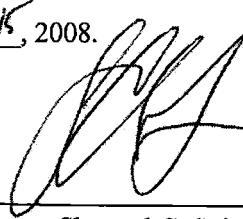
17. I am a Director of Galvex Trade Ltd. ("Galvex Trade"), Galvex Services OÜ ("Galvex Services"), and Galvex Intertrade OÜ ("Galvex Intertrade").

18. Galvex Trade is a limited company organized under the laws of Bermuda, which its principal place of business in Bermuda.

19. Galvex Services is a corporation organized under the laws of Estonia, with its principal place of business in Estonia.

20. Galvex Intertrade is a corporation organized under the laws of Estonia, with its principal place of business in Estonia.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on May 15, 2008.



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Shepard C. Spink